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## **SITC International Holdings Company Limited**

**海豐國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1308)**

### **GRANT OF SHARE AWARDS**

Reference is made to the circular of SITC International Holdings Company Limited (the “**Company**”) dated 21 March 2024 (the “**Circular**”) in relation to, among others, the adoption of the share scheme (the “**Share Scheme**”) by the Company. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings ascribed to them in the Circular.

On 2 September 2024 (the “**Date of Grant**”), the Board (including all independent non-executive Directors), based on the recommendation of the Remuneration Committee, resolved to award an aggregate of 7,582,548 Share Awards to 667 Eligible Participants (the “**Awardees**”) pursuant to the Share Scheme.

Details of the grant are as follows:

Date of Grant:	2 September 2024
Purchase price:	Nil
Closing price of the Shares on the Date of Grant:	HK\$17.58
Number of Share Awards granted:	7,582,548

Vesting period of the Share Awards:

The Share Awards shall be vested on the third anniversary of the Date of Grant, i.e. 2 September 2027, or other date as approved by the Board in accordance with the terms of the Share Scheme.

Performance targets:

The vesting of the Share Awards is not subject to any performance targets.

The purpose of the Share Scheme is to provide incentive to the Eligible Participants in order to promote the development and success of the business of the Group. The Share Scheme will give the Eligible Participants an opportunity to have a personal stake in the Company and will help motivate the Eligible Participants in optimising their performance and efficiency and attract and retain the Eligible Participants whose contributions are important to the long-term growth of the Group.

The Share Awards to be granted will provide the Awardees with proprietary ownership in the Company, thereby aligning their interests with those of the Group, motivating them to optimize their productivity and performance, and retaining them to make continuous contributions to the long-term growth and sustainable development of the Group. The number of Share Awards to be granted is based on the work performance, time commitment, degree of involvement in and/or cooperation with the Group, and potential of the Awardees, and no additional performance target is imposed before the Share Awards are vested to the Awardees.

In considering the grant of Share Awards to the Directors and senior management, the Remuneration Committee has taken into account the following factors: (i) the relevant Awardees will contribute directly to the overall business performance, sustainable development and good corporate governance of the Group; (ii) the grant of Share Awards will drive the overall performance and productivity of the Awardees and provide incentives for their continued commitment and retention; (iii) vesting of the Share Awards is subject to a vesting period, the terms and conditions of the Share Scheme, and the clawback mechanisms as disclosed below. Based on the above, the Remuneration Committee considers that additional performance targets is not necessary, and the grant of Share Awards to the Directors and senior management aligns with the purpose of the Share Scheme.

Clawback mechanism:

The Company may clawback any unvested Awards granted if the Grantee ceases to be an Eligible Participants by reason of termination of his employment with any member of the Group or the relevant entity for whatever reasons, save for retirement or death of the Grantee where the Awards shall remain exercisable within the period stipulated in accordance with the terms of the Share Scheme. Furthermore, if any circumstances specified in the Company's internal regulations arise, which include, among other things, the Grantee being (a) held liable for any criminal acts or offences under relevant laws and regulations; (b) sanctioned by regulatory authorities for any breaches or illegal acts; (c) removed from the post of the Company and/or the relevant entity due to violations of laws and disciplines or breach of duty; (d) held responsible for the deterioration in the Company's performance or continuous loss-making; (e) involved in a production safety accident event causing reputation or economic losses to the Company; (f) engaged in illegal acts or misconduct such as bribery, corruption, embezzlement, theft, breach of confidence, breach of non-competition or any unauthorized actions detrimental to the interests and reputation of the Company resulting in losses; or (g) any other circumstances where the Board deems it inequitable for any Awards to be vested or retained by the Grantee, the Board may, at its absolute discretion, decide that the relevant Awards granted shall lapse and may recover or withhold the Awards granted to any Grantees.

Financial assistance:

The Group has not provided any financial assistance to the Awardees to facilitate the purchase of Shares under the Share Scheme.

Details of the Awardees are as set out below:

<b>Awardees</b>	<b>Position held with the Company</b>	<b>Number of Share Awards</b>
Yang Xianxiang	Chairman and executive Director	800,000
Xue Mingyuan	Executive Director	600,000
Liu Kecheng	Executive Director	350,000
Lai Zhiyong	Executive Director	400,000
	Vice Chairman and non-executive	
Yang Xin	Director	50,000
Tse Siu Ngan	Independent non-executive Director	8,000
Liu Ka Ying, Rebecca	Independent non-executive Director	6,000
Hu Mantian	Independent non-executive Director	6,000
<b>Sub-total of Share Awards to Directors</b>		<b>2,220,000</b>
626 Employees of the Group		5,164,372
33 Related Entity Participants <sup>(Note)</sup>		198,176
<b>Total</b>		<b>7,582,548</b>

*Note:* The Related Entity Participants are employees of the fellow subsidiaries and associated companies of the Company which provide shipping agency and warehousing services to the Group.

## **REASONS FOR AND BENEFITS OF THE GRANT OF SHARE AWARDS**

The purpose of the grant of Share Awards is to provide incentives and rewards to the Awardees, which include Employee Participants and Related Entity Participants, for their contributions to and continuing efforts to promote the interests of the Group, align the interests of the Awardees with those of the Group, and reinforce commitment of the Awardees to the Group.

Although the Related Entity Participants are not directly appointed or employed by the members of the Group, they are closely connected with the Group's integrated shipping logistics business. The Group believes that its success and development require cooperation with and contributions from these individuals, who provide the Group with shipping agency and warehousing services to improve the Group's shipping logistics network and assist the Group in providing better services to customers. Therefore, maintaining the continued stability of such Related Entity Participants is crucial to the

long-term business development of the Group. Awarding the Share Awards to the Related Entity Participants will motivate them to provide stronger support and better service to the Group, fostering a closer relationship between the Group and the Related Entity Participants, thus contributing to the long-term development and sustainable growth of the Group.

Based on the above, the Board is of the view that the grant of Share Awards to the Related Entity Participants recognises their contributions, aligns with the purpose of the Share Scheme, and is in the interests of the Company and the Shareholders as a whole.

### **LISTING RULES IMPLICATIONS**

The grant of the Share Awards to each of the Directors has been approved by the independent non-executive Directors (except that the relevant independent non-executive Director to whom the grant was related had abstained from approving the proposed grant to himself/herself) pursuant to Rule 17.04(1) of the Listing Rules. Each of the respective Directors had abstained from voting so far as the resolution for the approval of the grant of the Share Awards to them were concerned.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries: (i) save as disclosed in this announcement, none of the other Awardees is a Director, chief executive or substantial shareholder of the Company or an associate (as defined under the Listing Rules) of any of them; (ii) none of the Awardees is a participant with options and awards granted and to be granted exceeding the 1% individual limit under the Listing Rules; (iii) none of the Awardees is a Related Entity Participant with options and awards granted and to be granted for a 12-month period up to and including the Date of Grant exceeding 0.1% of the Shares in issue; and (iv) none of the Awardees is a service provider (as defined under the Listing Rules).

### **SCHEME MANDATE**

The grant of (i) 2,220,000 Share Awards to the Directors will be satisfied by existing Shares purchased on the market and currently held by the Trustee in accordance with the Share Scheme and the terms of the relevant trust deed; and (ii) 5,362,548 Share Awards to the employees of the Group and the Related Entity Participants will be satisfied by (a) 1,445,000 existing Shares purchased on the market and currently held by the Trustee in accordance with the Share Scheme and the terms of the relevant trust deed and (b) allotment and issue of 3,917,548 new Shares, representing approximately 0.15% of the number of issued Shares as at the date of this announcement. When the Awardee has

satisfied all vesting conditions, if any, specified by the Board at the time of making the Award and become entitled to the Shares forming the subject of the Award, the Trustee shall transfer the relevant vested Shares to that Awardee at no cost.

Pursuant to the Share Scheme, the total number of Shares which may be issued upon exercise of all Awards to be granted under the Share Scheme together with all options and awards which may be granted under any other schemes for the time being of the Company would be 268,265,336 Shares (the “**Scheme Mandate**”). After the allotment and issue of 3,917,548 new Shares to partly satisfy the grant of 5,362,548 Share Awards to the employees of the Group and the Related Entity Participants, the number of Shares available for further allotment and issue under the Scheme Mandate will be 264,347,788 Shares, representing approximately 9.85% of the total issued Shares as at the date of this announcement.

By order of the Board  
**SITC International Holdings Company Limited**  
**Yang Xianxiang**  
*Chairman*

Hong Kong, 2 September 2024

*As at the date of this announcement, the executive Directors are Mr. Yang Xianxiang, Mr. Xue Mingyuan, Mr. Liu Kecheng and Mr. Lai Zhiyong; the non-executive Director is Ms. Yang Xin; and the independent non-executive Directors are Mr. Tse Siu Ngan, Dr. Liu Ka Ying, Rebecca and Dr. Hu Mantian (Mandy).*